Section 10 2008

1135856

UNITED STATES Washington, DC SECURITIES AND EXCHANGE COMMISSION, DC Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMR	APPROVAL

OMB Number: 3235-0076 Expires: Sept. 30,2008

Estimated average burden hours per response.....16.00

SEC USE ONLY								
Prefix	1	Serial						
DA	TE RECEM	ED .						

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Flexible Premium Variable Universal Group Life Insurance Policy-PPL1791	
Filing Under (Check b ox(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	
Type of Filing: New Filing Amendment	ANN IRRIA (CONTRACTOR CONTRACTOR
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) 08058	770
Nationwide Private Placement Variable Account	
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)	
One Nationwide Plaza, Columbus, OH 43215 (614) 249-7111	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) (Number and Street, City, State, Zip Telephone Number (Including Area Code)	
Brief Description of Business	
Variable Insurance Products PROCE	SSED
Type of Business Organization	
□ corporation □ limited partnership, already formed □ other (please specify) □ 00↑ 01	20 08
business trust limited partnership, to be formed Insurance Company Separate Account THOMSON	REUTERS
Year Actual or Estimated Date of Incorporation or Organization Month Year	_
[05] [98] Actual Estimated	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [O] [H]	<u> </u>

GENERAL INSTRUCTIONS:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

	DACTO	IDENTIFIC	ATION DATA
Α.	HANIC	IDEAL BELL	A I ILIN DA I A

- . Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Alutto, Joseph A.	if individual)				
Business or Residence Addro One Nationwide Plaza, Colu			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Brocksmith, Jr. James G.	if individual)				
Business or Residence Addre One Nationwide Plaza, Colu			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Eckel, Keith W.	if individual)				
Business or Residence Addre One Nationwide Plaza, Colu	`	, , , ,	Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Miller de Lombera, Martha I					
Business or Residence Addre One Nationwide Plaza, Colu	•		Code)		

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Office	r 🛮 Director	General and/or Managing Partner
Full Name (Last name first, Jurgensen, W.G.	if individual)				
Business or Residence Add One Nationwide Plaza, Col-			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Office	r Director	General and/or Managing Partner
Full Name (Last name first, Marshall, Lydia M.	if individual)				
Business or Residence Add One Nationwide Plaza, Col			Code)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Office	r \(\sum \)Director	General and/or Managing Partner
Full Name (Last name first, Miller, David O.	if individual)				
Business or Residence Add One Nationwide Plaza, Colo			Code)		
	(Use blank sheet,	or copy and use addition	onal copies of this shee	et, as necessary)	
		B. INFORMATION	ABOUT OFFERING		
1. Has the issuer sold,	or does the issue	er intend to sell, to n	on-accredited invest	ors in this offer	
2. What is the minimu		Answer also in Appe at will be accepted fi			
		rship of a single unit			<u>Yes No</u>
indirectly, any comr sales of securities in or dealer registered	nission or simile the offering. If with the SEC an ersons to be list	each person who has ar remuneration for s a person to be listed ad/or with a state or s ed are associated per	olicitation of purcha is an associated per tates, list the name	asers in connect son or agent of a of the broker or	ion with a broker dealer. If
Full Name (Last name first, Barens, Kristin					
Business or Residence Add			Code)		
32129 Lindero Canyon Rd, Name of Associated Broker		ike village, CA 91361			
M Holdings Securities States in Which Person List (Check "All States		or Intends to Solicit Pur lual States)		•••••••	All States
AL AK AZ	ZAR	CA CO	CT DE [DC FL	GA HI ID
	, [ve] [X			MN MS MO
IL IN IA	KS	KY LA	ME MD L	MA MI	MN MS MO
MT NE N'	V NH	NM INM I	NY NC 1	ND OH	OK OR PA

RI	SC	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR
Full Name	(Last name	e first, if in	dividual)									
Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of A	ssociated I	Broker or E	Dealer									
States in W											[]All Sta	ites
AL	AK	AZ	AR	CA	СО	СТ	DE	DC	FL	GA	Н1	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	ОК	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR
Full Name	(Last name	e first, if in	dividual)									
Business o	r Residenc	e Address	(Number ar	nd Street, C	City, State,	Zip Code)						
Name of A	ssociated I	Broker or E	Dealer									
-				-		Purchasers					[] All Sta	ites
AL	AK	AZ	AR	СА	СО	СТ	DE	DC	FL	GA	НІ	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	МО
MT	NE	NV	NH	NJ	NM	NY	NC	ND	ОН	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	wv	WI	WY	PR

(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF I	PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter .0. if the answer is .none. or .zero If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	<u>\$</u>	\$
	Equity	\$	\$
	Common Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify: Variable Life Insurance	\$4,196,177	\$424,481
	Policy)	£4.107.177	£424 401
	Answer also in Appendix, Column 3, if filing under ULOE.	\$4,196,177	\$424,481
	Answer also in Appendix, Column 3, it thing under OLOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	their purchases on the total times. Enter of It answer is hone or zero.	Number	Aggregate
		Investors	Dollar Amount
			Of Purchases
	Accredited Investors	1	\$424,481
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	1	\$424,481
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1. Type of Offering Rule 505	Type of Security	Dollar Amount
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not know, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	Ħ	\$
	Legal Fees	Ħ	\$
	Accounting Fees	H	\$
	Engineering Fees.	H	<u>s</u>
	Sales Commissions (specify finder's fees separately)	H	\$63,672
		片	\$05,072 \$
	Other Expenses (identify)	님	
	Total		\$63,672
	b. Enter the difference between the aggregate offering price given in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$4,132,505

5.	Indicate below the ar or proposed to be use any purpose is not kn of the estimate. The gross proceeds to the above.	ed for each of the nown, furnish an total of the paym	purposes show. If estimate and check nents listed must eq	f the amount for the box to the left ual the adjusted		-
		·			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees				□\$ □\$	<u></u> \$
	Purchase of real es Purchase, rental or					\$
	and equipment	***************************************	***************			
	Construction or lea	sing of plant b	uildings and facil	ities		□\$
	Acquisition of othe involved in this of	fering that may	be used in exchai	nge for the assets		\$
	or securities of and Repayment of inde					
	Working capital					
	Other (specify):					
					\$	 \$
	Column Totals					<u></u> \$
	Total Payments Li	sted (column to	tals added)	•••••	\$	
		D. FEDE	CRAL SIGNATUR	RE		
is filed unde U.S. Securiti	as duly caused this not record the following records and Exchange Coany non-accredited in	owing signature ommission, upo	e constitutes an u on written request	indertaking by the t of its staff, the in	issuer to furnish	to the
Issuer (Print Nationwide I Variable Acc	Private Placement	Signature	Van Der	W	9/17/08	
Name of Sign April VanDe	ner (Print or Type) rvort	Title of Signe Associate Vic	er (Print or Type) ce President			
			A TTPLING	.,		
Inter	ntional misetatemente	or omissions of	— ATTENTIO	-	iono /Soo 19 II S	C 1001)

	E. STATE SIGNATURE		
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?	Yes	No ⊠
	See Appendix, Column 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of filed a notice on Form D (17 CFR 239.500) at such times as required by state is		ich this notice is
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, furnished by the issuer to offerees.	, upon written req	uest, information
4.	The undersigned issuer represents that the issuer is familiar with the conditions to the Uniform limited Offering Exemption (ULOE) of the state in which this n the issuer claiming the availability of this exemption has the burden of establish been satisfied.	otice is filed and	understands that

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

Nationwide Private Placement Variable Account

april Vanler

9/17/08

Name of Signer (Print or Type) April VanDervort Title of Signer (Print or Type) Associate Vice President

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				A	PPENDIX					
1		2	3		4					
	to no	Type of security and aggregate offering price offered in state (Part C-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)						Disquali under ULOE atta explana waiver g (Part E-	State (if yes, ach ation of granted)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK				-						
AZ										
AR										
CA		\boxtimes	Variable Life Insurance 4,196,177	l	424,481					

DL	 	·									
DC		<u> </u> .[[
FL											
GA	ΠÏ		7			•				\neg	
HI		<u> </u>		· · · · ·					 	\top	Ħ
ID	一	Ť	=						1 7	-	Ħ
	H	╁╌┢	=						╅		一一
IL	_	-	_								
IN		 	_						+ -	+	
IA	片	 	╡					<u> </u>	┼┼		 -
	 - 	 	=						Ͱ岩	+	屵
KS	님-	<u> </u>	_						ᆛᆛ	+	屵
KY	<u> </u>	<u> </u>	┥						 - 		<u> </u>
LA	Щ	<u> </u>							1 4	\dashv	<u> </u>
ME	LШ	<u> </u>							<u> </u>	\perp	
MD											
MA						•					
MI											
MN										\neg	
MS	TT.	1 T	Ī	-					 	+	一
MO	Ħ		ī						1 1	+	Ħ
MT	Ħ	† †	Ħ						 	+	Ħ
NE	┝Ħ╴	╁╌╞	=						╅	\dashv	一一
NV	┝╫╴	├	╡──						╁╌╞┪		 -
NH	片	├	┽┈			· ·			ㅏ片	+	屵
NJ	┝┾╣┈	├	┥						┼╌┼┤	-	
	片	├	4						$+ \vdash$	+	屵
NM	片片	├	┽						1 1	+	ᆜ
NY	<u> </u>	<u> </u>	<u> </u>						┸┸	\dashv	<u> </u>
NC	Щ		ᆗ						$\perp \perp$	\dashv	Ц.
ND	Щ.	<u> </u>	<u></u>						<u> </u>		
OH											
OK											
OR]				-				
					A	PPENDIX					
					1.	11 21 121			1		
1		2		3			4		+	5	
-							•				
	Inte	nded to	sell	Type of security					Disqu	alific	ation
	to no	n-accre stors in	dited	and aggregate						ier Sta E (if	
		rt B-Itei		offering price	Tv	ne of investor	and amount purchased	in State	J OLG	attach	yes,
	(,	offered in state	-,)	Part C-Item2)	in State		anatio	
				(Part C-Item 1)		`	•		waive	er gran	nted)
		,			,		· · · · · · · · · · · · · · · · · · ·		(Part	E-Ite	m l)
					, ,		,, , ,		Yes		No
State	Yes	l N	io		Number of Accredited		Number of Non-Accredited				
					Investors	Amount	Investors	Amount	ì		
PA		1 7	٦		1117 031013	Amvunt	1117031013	Amount	 	+	\sqcap
RI	H	┼─┾	\dashv						╁┼┼	+	旹
SC	H	╁	╡						 	+	井
SD	片	 	╡						╁┼	+	井
TN	┝╪╌	 	╡						┿╬	+	屵
	片井	 	\dashv						┿	+	붜
LIX									<u> </u>	Щ.	Ц
TX			<u></u>						<u> </u>	Щ	Ļ

CO CT DE

		_				_							_							,					_
UT	Ц	\Box	<u></u>]																	 		L	<u> </u>
VT]
VA	П			Ī													·								ľ
WA	Ħ				7											Ì			-	1					Г
WV	Τi	₹	1	Ť	-	+						•	\dagger			1				T		 	1	ī	T
WI	Τi	╡	+	┢	┪	\dagger			-	1			Ť			1				╁		 	\top	Ī	Ť
WY	H	=	+	┾	╡	+				<u> </u>			╫			╁				╁	-		+	F	Ť
PR	╁┼	╡		- -	┽	╁							+							╁╌				늗	╁
[FK	Ц	_								l .						1				Į			_1	<u>. </u>	<u>. </u>
Check F	Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner															_									
	Full Name (Last name first, if individual) Patterson, James F.															_									
	Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215															_									
Check E	Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner															_									
Full Name (Last name first, if individual) Prothro, Gerald D.															_										
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215															_										
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Parts																_									
Full Name (Last name first, if individual) Shisler, Arden L.															_										
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215															_										
Check E	30x	(es)	that	Ар	ply:		Pror	noter		Benef	icial	Owne	r	E:	xecuti	ve O	fficer	\boxtimes	Direct	lor		ral and ing Pa			_
	Full Name (Last name first, if individual) Shumate, Alex															_									
	Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215																								
Check E	Зох	(es)	that	1 Ар	ply:		Pron	noter		Benef	icial	Owne	r	E:	kecuti	ve O	ficer	\boxtimes	Direct	lor		ral and ing Pa			-
Full Nar Zenty II					first,	if in	livid	ual)																	_
Busines One Na										et, Cit	ty, St	tate, Z	ip C	ode)											

